

CHICAGO AND



TRANSPORTATION COMPANY

6-287A060

October 7, 1976

File No.: A-7783

OCT 13 1976

Date

Fee \$

ICC Washington, D. C.

BERNARD J. ALLEN  
DIANE KOHLER-RAUSCH  
ASSISTANT SECRETARIES  
DIRECT DIAL NUMBER  
312/454-6534

Interstate Commerce Commission  
Washington, D. C. 20423  
Attention: Mr. Robert L. Oswald, Secretary

RECORDATION NO. 6248-2 Filed 2 Recorded

OCT 13 1976 10 28 AM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Re: Conditional Sale Agreement dated as of July 15, 1971 between Northwest Properties Co. and this Company, assigned to Continental Illinois National Bank and Trust Company of Chicago, covering 24 Diesel Locomotives

Please refer to the above-mentioned document assigned Recordation Nos. 6248 to 6248-C.

Enclosed for recording are Counterpart Nos. 1 to 5 of Supplemental Agreement dated as of October 7, 1976, between Chicago and North Western Transportation Co., Railroad, whose address is 400 W. Madison Street, Chicago, IL 60606, and Continental Illinois National Bank & Trust Company of Chicago, Assignee, 231 S. LaSalle Street, Chicago, IL 60690, to cover substitution of equipment.

Please return Counterpart Nos. 1 to 3, inclusive, of the document bearing your recordation data, retaining Counterpart Nos. 4 & 5 for your files.

Our check in the amount of \$10.00 is enclosed for the recording fee for this document. Please return recorded counterparts to the bearer.

Very truly yours,

*Diane Kohler-Rausch*

Diane Kohler-Rausch  
Assistant Secretary

DK:db  
Encls.

cc: Robert D. Smith  
R. L. Schardt, A-159\*  
D. E. Stockham, Attn: R. S. Brenner\*  
F. E. Cunningham, Attn: H. Labno\*

\*with copy of Supplemental Agreement

R. F. Guenther, Attn: J. James\*  
Gary Holdren, Arthur Andersen & Co.\*  
Z. Steiger  
T. Greenland\*

OCT 13 10 28 AM '76  
RECEIVED  
I.C.C.  
FEE OPERATION BR.

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**9/13/76**

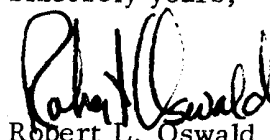
**OFFICE OF THE SECRETARY**

Diane Kohler- Rausch  
Assistant Secretary  
Chicago, & North Western Transportation Co.  
400 West Madison Street  
Chicago, Illinois 60606

Dear

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 10/13/76 at 10:35am  
and assigned recordation number(s) 6248-D

Sincerely yours,



Robert L. Oswald  
Secretary

Enclosure(s)

SE-30  
(5/76)

OCT 13 1976 10 33 AM

~~INTERSTATE COMMERCE COMMISSION~~SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT, dated as of October 7, 1976 between CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (hereinafter called the "Railroad") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter called the "Assignee").

WHEREAS, CHICAGO AND NORTH WESTERN RAILWAY COMPANY (hereinafter called the "Buyer") entered into a certain Conditional Sale Agreement dated as of July 15, 1971 (hereinafter called the "Conditional Sale Agreement") with Northwest Properties Company for the sale to and purchase by the Buyer of the railroad equipment described and defined therein as the "Equipment" (hereinafter called the "Equipment");

WHEREAS, the Assignee entered into a certain Agreement and Assignment dated as of July 15, 1971 with the Seller (hereinafter called the "Assignment") under which the Seller assigned its rights under the Conditional Sale Agreement and its right, title and interest to the Equipment to the Assignee;

WHEREAS, the Railroad has acquired all the rights and interest of the Buyer in the Equipment and, by Assumption Agreement dated June 1, 1972 between the Railroad and the Assignee (hereinafter called the "Assumption Agreement"), has agreed to be bound by, and has assumed and agreed to perform all the Buyer's obligations under, the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement and Assignment and the Assumption Agreement were filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on July 22, 1971, July 1, 1973 and July 18, 1975 respectively, and were assigned recordation Nos. 6248, 6248-B, and 6248-C;

WHEREAS, the units of the Equipment identified in Schedule A hereto as "Obsolete Units," have by agreement with the Assignee been sold to replace such units with replacement units which shall be subject to the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises and agreements hereinafter set forth, it is agreed by the parties hereto that:

1. The Conditional Sale Agreement is hereby amended to include, and the term "Equipment" as used therein shall include, the units of railroad equipment identified in Schedule A hereto as "Replacement Units," as though such units were originally described in the Conditional Sale Agreement and included in the term "Equipment".

2. The Assignment is hereby amended so that the term "Equipment" as used therein includes the Replacement Units and the term "Conditional Sale Agreement" as used therein means the Conditional Sale Agreement as hereby amended.

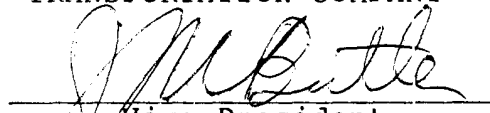
3. The Railroad will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act and this Supplemental Agreement shall become effective upon such filing and recording.

4. Except as amended and supplemented hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

5. This Supplemental Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such counterpart. Although this Supplemental Agreement is dated for convenience as of the date first above written, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed as of the date first above written.

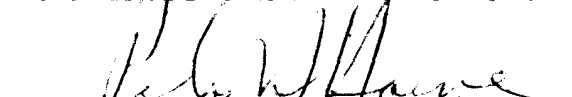
CHICAGO AND NORTH WESTERN  
TRANSPORTATION COMPANY

  
Vice President

ATTEST:

  
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO

  
Vice President

ATTEST:

  
Commercial Banking Officer

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 7th day of October, 1976, before me personally appeared J. M. Butler, to me personally known, who being by me duly sworn, says that he is a Vice President of Chicago and North Western Transportation Company, that the seal affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

F. J. Brown  
Notary Public

(Notarial Seal)

My commission expires:

May 21, 1978

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 7 day of OCTOBER, before me personally appeared Peter D. Horne, to me personally known, who being by me duly sworn, says that he is a Vice President of the CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John V. Orourke  
Notary Public

(Notarial Seal)

My commission expires: MY COMMISSION EXPIRES SEPT. 11, 1978

SCHEDULE A

Obsolete Units Diesel Locomotives

|         |         |
|---------|---------|
| CNW 230 | CNW 239 |
| CNW 231 | CNW 240 |
| CNW 232 | CNW 241 |
| CNW 233 | CNW 242 |
| CNW 234 | CNW 244 |
| CNW 235 | CNW 324 |
| CNW 237 | CNW 325 |
| CNW 238 | CNW 327 |

Replacement Units

| <u>Quantity</u> | <u>Description</u>                | <u>Railroad<br/>System #</u> | <u>Purchase<br/>Price</u> |
|-----------------|-----------------------------------|------------------------------|---------------------------|
| 21              | 29'6" Airslide<br>Covered Hoppers | CNW76857                     | \$12,677                  |
|                 |                                   | CNW76859                     | 12,677                    |
|                 |                                   | CNW76861                     | 12,677                    |
|                 |                                   | CNW76863                     | 12,677                    |
|                 |                                   | CNW76865                     | 12,677                    |
|                 |                                   | CNW76867                     | 12,677                    |
|                 |                                   | CNW76869                     | 12,677                    |
|                 |                                   | CNW76871                     | 12,677                    |
|                 |                                   | CNW76873                     | 12,677                    |
|                 |                                   | CNW76875                     | 12,677                    |
|                 |                                   | CNW76877                     | 12,677                    |
|                 |                                   | CNW76879                     | 12,677                    |
|                 |                                   | CNW76881                     | 12,677                    |
|                 |                                   | CNW76885                     | 12,677                    |
|                 |                                   | CNW76887                     | 12,677                    |
|                 |                                   | CNW76889                     | 12,677                    |
|                 |                                   | CNW76891                     | 12,677                    |
|                 |                                   | CNW76893                     | 12,677                    |
| 10              | 40'6" Refrigerator<br>Box Cars    | CNW56448                     | 10,550                    |
|                 |                                   | CNW56450                     | 10,550                    |
|                 |                                   | CNW56465                     | 10,550                    |
|                 |                                   | CNW56466                     | 10,550                    |
|                 |                                   | CNW56472                     | 10,550                    |
|                 |                                   | CNW56474                     | 10,550                    |
|                 |                                   | CNW56479                     | 10,550                    |
|                 |                                   | CNW56490                     | 10,550                    |
| 1               | 50'6" Refrigerator<br>Box Cars    | CNW56491                     | 10,550                    |
|                 |                                   | CNW56492                     | 10,550                    |
|                 |                                   | CNW56503                     | 11,536                    |
| Total           |                                   |                              | <u>\$323,253.00</u>       |